



MeadowCreek II Owners Association
Bishop, California

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

August 15, 2007



RESTATED ARTICLES OF INCORPORATION
OF
MEADOWCREEK II OWNERS ASSOCIATION

ARTICLE I

The name of this corporation is MEADOWCREEK II OWNERS ASSOCIATION.

ARTICLE II

This corporation is a Nonprofit Mutual Benefit Corporation organized under the Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

The Corporation (Association) is an association formed to manage a common interest development under the Davis-Sterling Common Interest Development Act.

The Corporation (Association) does not have an office however, the front street and nearest cross street for the physical location of the common interest development is Saniger Lane and Choctaw Drive, with a 9-digit zip code of 93514-1972. The Corporation (Association) has no managing agent.

ARTICLE III

The name and address in the State of California of this corporation's agent for service of process is: Jo Ann E. Stoltz, E.A., 136 South Main Street – Suite 4, Bishop, CA 93514-3415.

ARTICLE IV

The specific purposes of this corporation are to provide for the management, maintenance and care of the corporation's property and common areas, maintain architectural control and enforce protective restrictions and promote the general welfare of the community comprising the corporation, and otherwise to act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

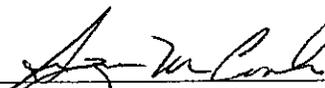
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

ARTICLE VI

Amendment of these Articles of Incorporation requires the vote of 51% of the board and 51% of the voting power of the members entitled to vote.

The foregoing amendment of the Articles of Incorporation has been duly approved by the Required vote of the board of directors and the membership in accordance with established rules, are true and correct.

Date: August 15, 2007



Suzanne Cook, President



Howard Grice, Secretary

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MEADOWCREEK II OWNERS ASSOCIATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of MeadowCreek II Owners Association, a nonprofit mutual benefit corporation.
2. Article II of the Articles of Incorporation of this mutual benefit corporation is amended and restated as follows:

ARTICLE II

This corporation is a Nonprofit Mutual Benefit Corporation organized under the Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

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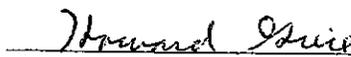
3. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the board of directors and the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of our own knowledge.

Date: August 15, 2007

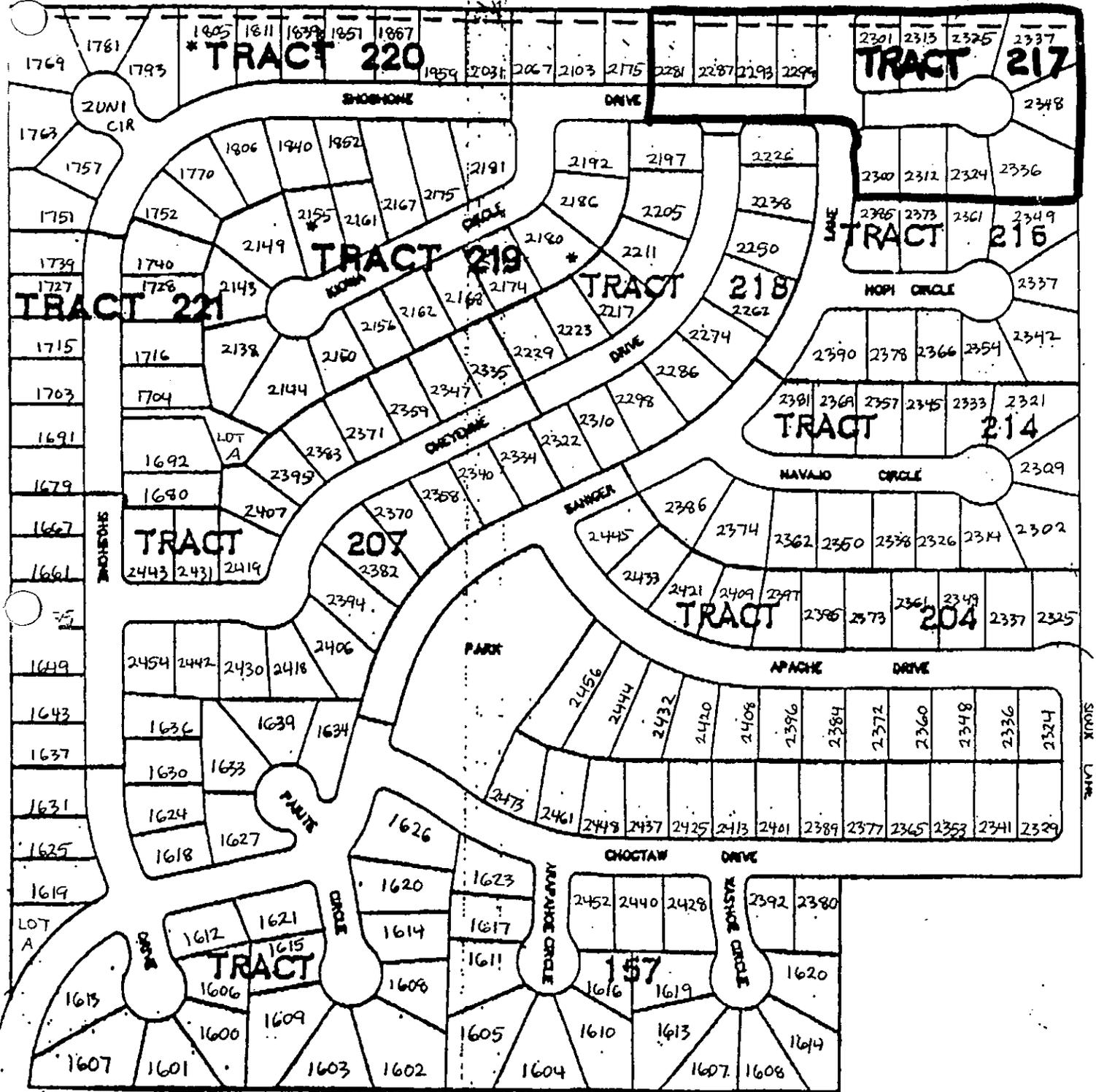


Suzanne Cook, President



Howard Grice, Secretary

MeadowCreek



***FUTURE DEVELOPMENTS
VICINITY MAP
NO SCALE**

In our continuing effort to improve our product, Dempsey Construction Corporation reserves the right to make changes or modifications to maps, plan specifications, materials, features and colors without prior notice. The developer makes no representation that this will represent exactly what will be developed at MeadowCreek II. All maps, landscaping, floor plans and elevation renderings are artist's conceptions and are not